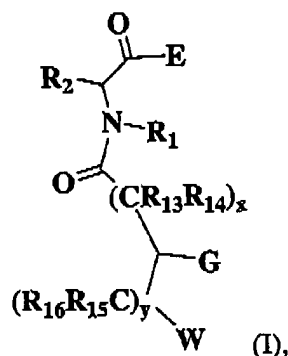


**Amendments to the Claims**

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

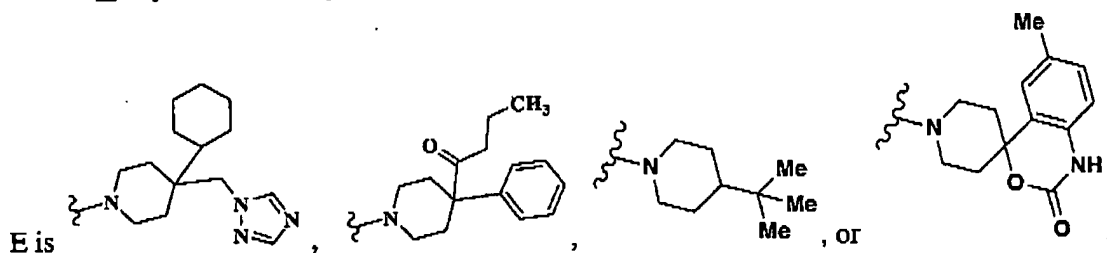
1. (Currently amended) A compound of formula (I),



or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

~~R<sub>1</sub> is hydrogen or C<sub>1-6</sub>alkyl or is taken together with R<sub>2</sub> or R<sub>3</sub> to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;~~

R<sub>2</sub> is C<sub>1-6</sub>alkyl or C<sub>2-6</sub>alkenyl optionally substituted with one to three aryl, cycloalkyl, or heteroaryl, provided that where G is ~~C<sub>2-6</sub>alkenyl, A<sub>4</sub>-NR<sub>18</sub>CO<sub>2</sub>R<sub>19</sub>, or A<sub>4</sub>-SO<sub>2</sub>R<sub>17</sub>~~, or when y is 0, R<sub>2</sub> ~~is may be~~ or C<sub>1-6</sub>alkyl or C<sub>2-6</sub>alkenyl, each optionally substituted with heteroaryl;



G is selected from A<sub>4</sub>-NR<sub>18</sub>C(=O)R<sub>19</sub>, A<sub>4</sub>-NR<sub>18</sub>SO<sub>2</sub>R<sub>17</sub>, A<sub>4</sub>-NR<sub>18</sub>CO<sub>2</sub>R<sub>19</sub>, and

~~A<sub>4</sub>-NR<sub>20</sub>C(=O)NR<sub>18</sub>R<sub>19</sub> wherein A<sub>4</sub> is a bond, C<sub>1-6</sub>alkylene, or C<sub>2-6</sub>alkenylene, or where G is A<sub>4</sub>-NR<sub>18</sub>CO<sub>2</sub>R<sub>19</sub>, or when y is 0, R<sub>2</sub> is may be~~ C<sub>1-6</sub>alkyl or C<sub>2-6</sub>alkenyl, each optionally substituted with heteroaryl;

W is selected from substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidiny and imidazolyl, each optionally substituted with lower alkyl;

~~R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub> and R<sub>16</sub> are hydrogen-selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R<sub>13</sub> and R<sub>14</sub>, or R<sub>15</sub> and R<sub>16</sub>, when attached to the same carbon atom, may join to form a spirocycloalkyl ring;~~

R<sub>17</sub> is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or C(=O)R<sub>28</sub>; or when G is NH(C=O)R<sub>19</sub>, R<sub>19</sub> may be a bond joined to W to define a heterocyclo ring; provided, however, that when y is at least one, W is imidazolyl, indolyl, ~~NR<sub>21</sub>R<sub>22</sub>, or OR<sub>23</sub>~~, and G is ~~NR<sub>18</sub>C(=O)R<sub>19</sub>~~, then R<sub>19</sub> is not a C<sub>1</sub>-alkyl having the substituent ~~NR<sub>29</sub>R<sub>31</sub>~~;

R<sub>29</sub> and R<sub>31</sub> are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxyalkyl, or R<sub>29</sub> and R<sub>31</sub> taken together form a heterocyclo ring;

x is 0, 1, or 2; and

y is 0, 1, 2, 3 or 4.

2. (Currently amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

G is selected from:

a) ~~NR<sub>18</sub>C(=O)R<sub>19</sub>~~;

b) ~~C<sub>1-6</sub>alkylene or C<sub>2-6</sub>alkenylene joined to one of NR<sub>18</sub>C(=O)R<sub>19</sub>, NR<sub>18</sub>CO<sub>2</sub>R<sub>19</sub>, NR<sub>18</sub>SO<sub>2</sub>R<sub>17</sub>, and NR<sub>20</sub>C(=O)NR<sub>18</sub>R<sub>19</sub>~~;

R<sub>17</sub> is C<sub>1-4</sub>alkyl, C<sub>5-6</sub>cycloalkyl, phenyl, or benzyl;

R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> are independently selected from hydrogen, C<sub>1-4</sub>alkyl, phenyl, benzyl, C<sub>5-6</sub>cycloalkyl, -C(=O)CH<sub>2</sub>(phenyloxy), -C(=O)CH<sub>2</sub>(benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C<sub>1-4</sub>alkyl or C<sub>2-4</sub>alkenyl substituted with one of phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO<sub>2</sub>Me, phenyloxy, or benzyloxy, wherein each ringed group of R<sub>18</sub>, R<sub>19</sub>, and R<sub>20</sub> in turn is optionally substituted with one to two R<sub>36</sub>, and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto; and

$R_{36}$  is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

3. (Currently amended) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

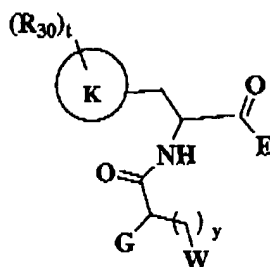
$G$  is  $\text{NR}_{18}\text{C}(=\text{O})\text{R}_{19}$ ,

$R_{18}$  is hydrogen or lower alkyl, and

$R_{19}$  is  $\text{C}_{1-4}$ alkyl,  $\text{C}_{2-4}$ alkenyl, phenyl, benzyl,  $\text{C}_{5-6}$ cycloalkyl,  $-\text{C}(=\text{O})\text{CH}_2(\text{phenyloxy})$ ,  $-\text{C}(=\text{O})\text{CH}_2(\text{benzyloxy})$ , imidazolyl, pyridyl, furyl, thienyl, or  $\text{C}_{1-4}$ alkyl or  $\text{C}_{2-4}$ alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl,  $\text{CO}_2\text{Me}$ , phenyloxy, and benzyloxy, wherein each ringed group of  $R_{19}$  in turn is optionally substituted with one to two  $R_{36}$ , and/or optionally has a benzene ring or five membered heterocycle having two oxygen atoms fused thereto.

4. (Previously Presented) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which  $W$  is azetidiny or imidazolyl.

5. (Previously Presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, having the formula:



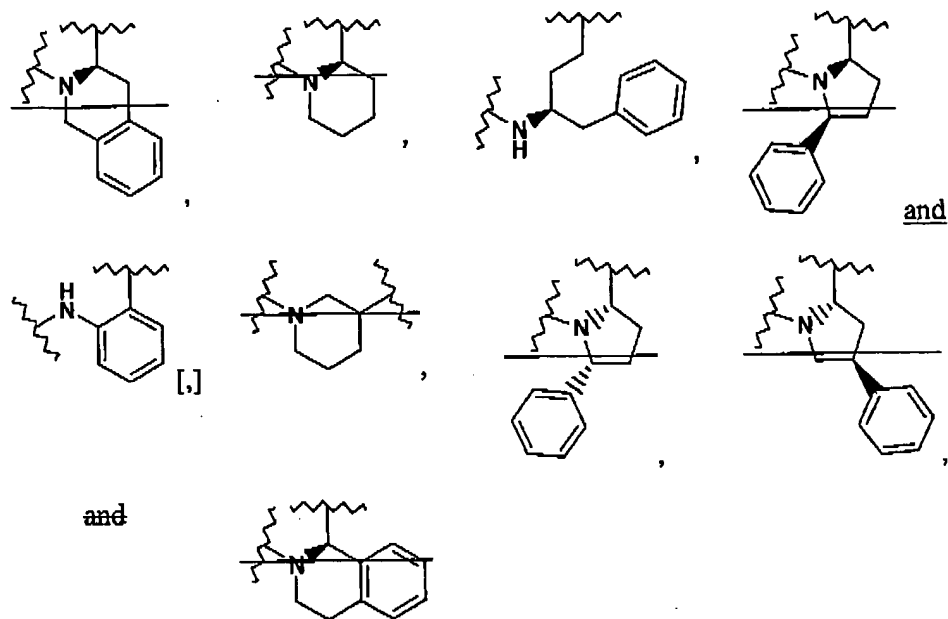
in which

$K$  is phenyl or thiazolyl;

$R_{30}$  is selected from  $\text{C}_{1-4}$ alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and  $-\text{C}(=\text{O})\text{phenyl}$ ;

$t$  is 0, 1 or 2; and

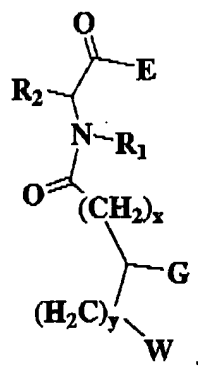




12. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which  $R_1$  is hydrogen or  $C_{1-4}$ alkyl.

13. (Canceled)

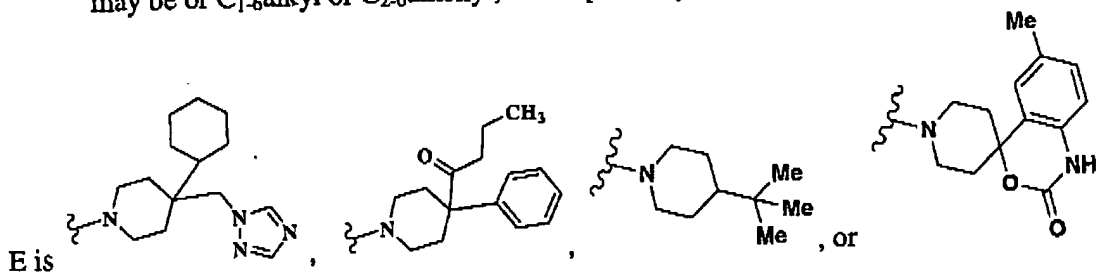
14. (Currently amended) A compound having the formula,



or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

$R_1$  is hydrogen or  $C_{1-6}$ alkyl or is taken together with  $R_2$  or  $R_3$  to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

$R_2$  is  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl optionally substituted with one to three-aryl, cycloalkyl, or heteroaryl, provided that where  $G$  is  $C_{2-6}$ alkenyl, or  $[A_1]-NR_{18}CO_2R_{19}$ , or  $A_1-SO_2R_{17}$  or when  $y$  is 0,  $R_2$  may be or  $C_{1-6}$ alkyl or  $C_{2-6}$ alkenyl, each optionally substituted with heteroaryl;



$G$  is selected from:

a)  $NR_{18}C(=O)R_{19}$ ;

b)  $C_{1-6}$ alkylene or  $C_{2-6}$ alkenylene joined to one of  $NR_{18}C(=O)R_{19}$ ,  $NR_{18}CO_2R_{19}$ ,  $NR_{18}SO_2R_{17}$ , and  $NR_{20}C(=O)NR_{18}R_{19}$ ;

$W$  is selected from  $\text{--}$ substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidiny and imidazolyl, each optionally substituted with lower alkyl;

$R_{17}$  is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

$R_{18}$ ,  $R_{19}$ , and  $R_{20}$  are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo,  $C(=O)R_{28}$  or a  $C_{1-4}$ alkyl or  $C_{2-4}$ alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxycarbonyl, phenyloxy, and/or benzyloxy, and each of said ringed groups of  $R_{18}$ ,  $R_{19}$ , and  $R_{20}$  in turn is optionally substituted with one to two  $R_{36}$ ;

$R_{21}$  and  $R_{22}$  are selected from alkyl and substituted alkyl;

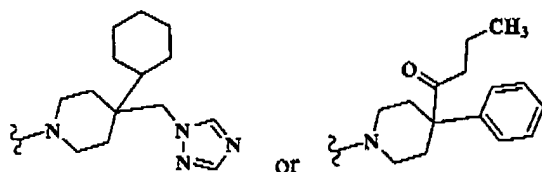
$R_{36}$  is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

$x$  is 0, 1, or 2; and

$y$  is 0, 1, 2, 3 or 4.

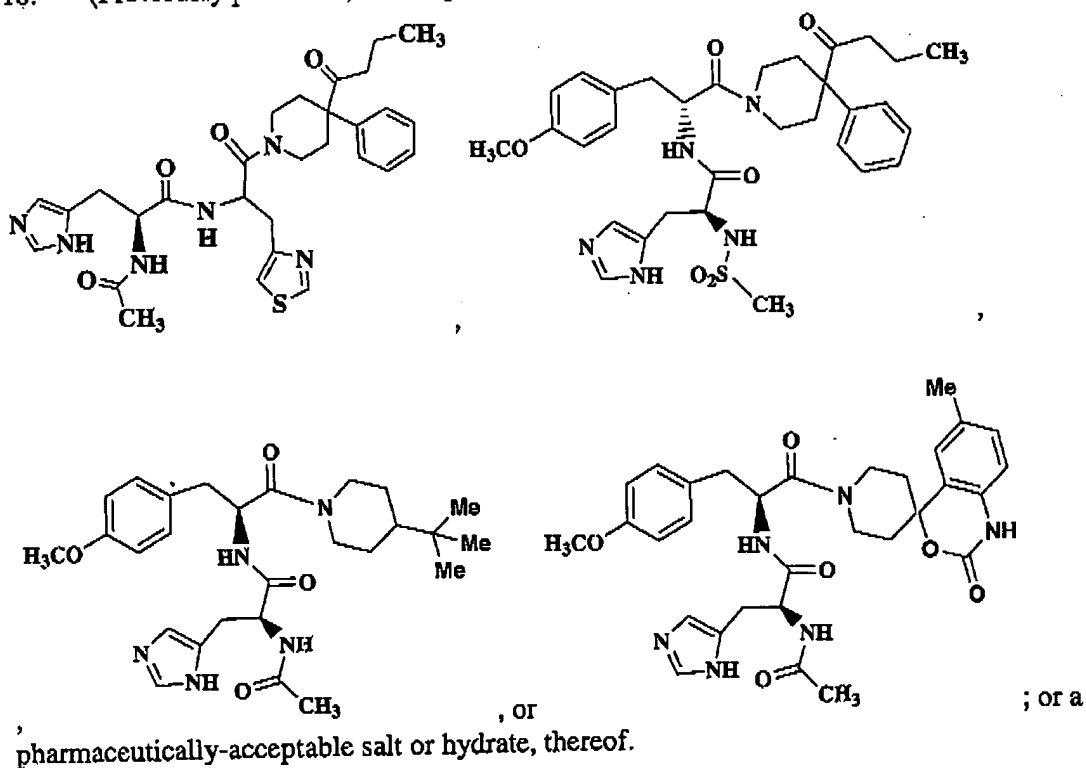
15. (Canceled)

16. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which E is



17. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which G is  $\text{NHC}(=\text{O})(\text{alkyl})$  or  $\text{NHC}(=\text{O})\text{phenyl}$ .

18. (Previously presented) A compound according to claim 1, having the formula,



19. (Previously presented) A pharmaceutical composition comprising at least one compound according to claim 1 or a pharmaceutically-acceptable salt or hydrate, thereof; and a pharmaceutically-acceptable carrier or diluent.

20. - 23. (Canceled)